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OFFICE OF INFRASTRUCTURE OF CANADA

INTERNATIONAL BRIDGES AND TUNNELS ACT

Supplementary letters patent amending the letters patent of the Windsor-Detroit Bridge Authority

P.C. 2017-1053 August 10, 2017

His Excellency the Governor General in Council, on the recommendation of the Minister of Transport, pursuant to subsection 29(3) of the *International Bridges and Tunnels Act*, issues the annexed supplementary letters patent amending the letters patent of the Windsor-Detroit Bridge Authority.

SUPPLEMENTARY LETTERS PATENT AMENDING THE LETTERS PATENT OF THE WINDSOR-DETROIT BRIDGE AUTHORITY

Whereas by Order in Council P.C. 2012-1350 of October 9, 2012, the Governor in Council, pursuant to subsection 29(1) of the *International Bridges and Tunnels Act*, issued letters patent of incorporation for the establishment of the Windsor-Detroit Bridge Authority, a corporation

without share capital, for the purpose of the corporation constructing or operating an international bridge across the Detroit River between Windsor, Ontario and Detroit, Michigan;

And whereas, supplementary letters patent amending the letters patent of the Windsor-Detroit Bridge Authority should be issued to accord with amendments made to the *International Bridges and Tunnels Act* and the coming into force of the *Bridge To Strengthen Trade Act* since the issuance of the letters patent;

Therefore, His Excellency the Governor General in Council, on the recommendation of the Minister of Transport, pursuant to subsection 29(3) of the *International Bridges and Tunnels Act*, issues the annexed supplementary letters patent amending the letters patent of the Windsor-Detroit Bridge Authority to take effect on the date stated in them.

CANADA

SUPPLEMENTARY LETTERS PATENT

WHEREAS the Crossing Agreement initially entered into on June 15, 2012 between Her Majesty in Right of Canada and the State of Michigan provides that the Crossing Authority shall be established by Canada pursuant to and subject to the laws of Canada.

AND WHEREAS Letters Patent of incorporation were issued on October 9, 2012 by the Governor General in Council, on recommendation of the Minister of Transport, pursuant to subsection 29(1) of the *International Bridges and Tunnels Act*, to establish a corporation without share capital under the name

WINDSOR-DETROIT BRIDGE AUTHORITY/ AUTORITÉ DU PONT WINDSOR-DÉTROIT

for the purpose of the corporation constructing or operating an international bridge across the Detroit River between Windsor, Ontario and Detroit, Michigan, for the objects and with the provisions set out in the Letters Patent.

AND WHEREAS subsection 29(3) of the *International Bridges and Tunnels Act*, provides that the Governor in Council may, on recommendation of the Minister of Transport, issue supplementary letters patent amending the letters patent of a corporation.

AND WHEREAS the Minister of Transport has recommended amendments to the Letters Patent to accord with the provisions of the *Bridge to Strengthen Trade Act* and related amendments to the *International Bridges and Tunnels Act*, and to effect certain other changes to the Letters Patent.

THEREFORE these Supplementary Letters Patent issued by the Governor in Council, on recommendation of the Minister of Transport, pursuant to subsection 29(3) of the *International Bridges and Tunnels Act*, hereby amends the Letters Patent by deleting Articles 1.0 to 10.0 inclusively and substituting them for the following:

1.0 Definitions. In these Supplementary Letters Patent, the following definitions apply:

1.1 “Act”

means the *International Bridges and Tunnels Act* as amended from time to time;

1.2 “Activities”

means any conduct of the Crossing Authority to further its objects and any undertaking carried on by the Crossing Authority, but does not include the Affairs of the Crossing Authority;

1.3 “Affairs”

means the relationships among the Crossing Authority and the Directors, Officer-Directors and Canada;

1.4 “Board of Directors”

means the Board of Directors of the corporation composed of a maximum of five members being the Directors and the Officer-Directors of the corporation;

1.5 “Bridge”

means a Bridge that spans the Detroit River and connects Windsor, Ontario to Detroit, Michigan and whose piers, in Ontario, are located within the boundaries of the territory described in the Schedule, as well as approaches to the Bridge.

1.6 “Canada”

means Her Majesty in Right of Canada;

1.7 “Chair”

means the person occupying the position of Chairperson of the Board of Directors from time to time;

1.8 “Chief Executive Officer”

means the person occupying the position of chief executive officer of the Crossing Authority from time to time;

1.9 “Construction”

in relation to the Bridge or a Related Work, includes any work or activity related to its construction;

1.10 “Crossing”

means the Bridge and the Related Works, as contemplated by the Crossing Agreement;

1.11 “Crossing Agreement”

means the Crossing Agreement between Canada, the Crossing Authority, the State of Michigan, the Michigan Department of Transportation and the

Michigan Strategic Fund executed by Canada and the State of Michigan on June 15, 2012, as amended, supplemented or restated, from time to time;

1.12 “Crossing Authority”

means the corporation established pursuant to the Letters Patent;

1.13 “Director”

means a person, appointed by the Minister with the approval of the Governor in Council, occupying the position of Director and member of the Board of Directors of the Crossing Authority;

1.14 “Governmental Authorities”

means any domestic or foreign government, including any federal, provincial, state, municipal government, and any government agency, tribunal, commission or other authority exercising executive, legislative, judicial, regulatory or administrative functions of, or pertaining to, such government;

1.15 “Letters Patent”

means the Letters Patent of incorporation issued on October 9, 2012 by the Governor in Council on recommendation of the Minister of Transport, pursuant to subsection 29(1) of the Act to establish a corporation without share capital under the name Windsor-Detroit Bridge Authority, as amended by supplementary letters patent, if any;

1.16 “Minister”

means the Minister of Infrastructure, Communities and Intergovernmental Affairs ;

1.17 “Officer”

means an Officer of the Crossing Authority other than an Officer-Director;

1.18 “Officer-Director”

means the Chair or the Chief Executive Officer appointed by the Governor in Council and occupying the position of Officer-Director and member of the Board of Directors of the Crossing Authority;

1.19 “Operation”

in relation to the Bridge or a Related Work, includes its maintenance and repair;

1.20 “Person”

means an individual, corporation, partnership, trust, joint venture or unincorporated association or organization;

1.21 “Regulations”

means Regulations made under the Act;

1.22 “Related Work”

means any of the following works:

(a) any border services facility related to the Bridge that is located in Michigan or within the boundaries of the territory described in the Schedule;

(b) any work useful to the Operation of the Bridge or any border services facility referred to in paragraph (a), including toll booths, duty-free shops and parking lots, that is located in Michigan or within the boundaries of the territory described in the Schedule;

(c) any road or interchange connecting Interstate 75 with any work referred to in paragraphs (a) or (b) that is located in Michigan;

(d) any work that is accessory to the Bridge or to any work referred to in paragraph (a) or (b); and

(e) any other work specified in the regulations under Section 28 of the *Bridge to Strengthen Trade Act*; and

1.23 “Schedule”

means schedule to the *Bridge to Strengthen Trade Act*.

2.0 Conflicts

2.1 If there is any conflict between the Act or Regulations and the Letters Patent, the Act or Regulations shall prevail.

2.2 If there is any conflict between the Letters Patent and the by-laws of the Crossing Authority, the Letters Patent shall prevail.

3.0 Objects

3.1 The objects of the Crossing Authority shall be the Construction or Operation of the Crossing, as a public thoroughfare, alone or together with one or more Governmental Authorities, and to do so directly or by engaging one or more third parties to do so in whole or in part, as contemplated by the Crossing Agreement and the Act.

4.0 Capacity & Powers

4.1 The Crossing Authority shall be incorporated for the purpose of entering into and carrying out the obligations of the Crossing Authority as a party to the Crossing Agreement and for any purpose relating to the Construction or Operation of the Crossing, as a public thoroughfare, and for those purposes and for the purposes of the Act, shall have the capacity, rights and powers of a natural person.

4.2 The Crossing Authority shall not carry on any of its Activities or exercise any power that it is restricted by the Letters Patent or by Regulations made under subsection 31(1) of the Act, from carrying on or exercising, nor shall it exercise any of its powers or carry on any of its Activities in a manner contrary to the Letters Patent, the Regulations, or the Act.

4.3 Without the authorization of the Governor in Council, the Crossing Authority shall not:

(a) procure the incorporation of a corporation any of the shares or membership or ownership interests of which, on incorporation, would be held by, on behalf of or in trust for the Crossing Authority;

(b) acquire shares of or membership interests or ownership interests in a corporation that, on acquisition, would be held by, on behalf of or in trust for the Crossing Authority;

(c) acquire all or substantially all of the assets of another corporation; or

(d) sell or otherwise dispose of all or substantially all of the assets of the Crossing Authority.

4.4 Without the authorization of the Minister, the Crossing Authority shall not carry on any of its Activities, except entering into the Crossing Agreement, prior to the first appointment of a Board of Directors, composed of more than one (1) member.

5.0 Territory

5.1 The Crossing Authority may carry on its Activities throughout Canada.

5.2 The Crossing Authority shall have the capacity to carry on its Activities, conduct its Affairs and exercise its powers in any jurisdiction outside Canada to the extent that the laws of that jurisdiction permit.

6.0 Tolls

6.1 In accordance with the provisions of the Act, any Regulations, the Letters Patent and subject to the provisions of the Crossing Agreement, the Crossing Authority may fix and charge tolls, fees or other charges for the use of the Bridge..

7.0 Registered Office

7.1 The registered office of the Crossing Authority shall be located in the City of Windsor, in the Province of Ontario.

8.0 Directors, Officer-Directors and Officers

8.1 The Board of Directors shall manage, or supervise the management of, the Activities and Affairs of the Crossing Authority.

8.2 The number of members constituting the Board of Directors of the Crossing Authority shall be a minimum of one (1) and a maximum of nine (9) members holding office from time to time.

8.3 The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be a majority of the members of the Board of Directors in office. A quorum of the members of the Board of Directors may exercise all powers of the Board of Directors.

8.4 Each member of the Board of Directors shall be entitled to one vote on all matters or questions submitted to the vote. At all meetings of the Board of Directors, every matter or question shall be determined by a majority of the votes cast at the meeting. If there is only one member of the Board of Directors in office, that member may constitute a meeting. A resolution in writing, signed by all the members of the Board of Directors entitled to vote on that resolution at a meeting of members of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors.

8.5 The Directors shall be appointed by the Minister, with the approval of the Governor in Council, to hold office during pleasure for a term not exceeding four (4) years.

8.6 The Chair, if any, shall be appointed by the Governor in Council to hold office during pleasure for such term as the Governor in Council considers appropriate.

8.7 The Chief Executive Officer, if any, shall be appointed by the Governor in Council to hold office during pleasure for such term as the Governor in Council considers appropriate.

8.8 If a Director is not appointed to take office on the expiration of the term of an incumbent Director, the incumbent Director remains in office until his or her successor is appointed.

8.9 A member of the Board of Directors ceases to hold office when:

(a) he or she dies or resigns;

(b) he or she is removed from office; or

(c) his or her term expires, and in the case of a Director, subject to Article 8.8.

8.10 A member of the Board of Directors may resign his or her office by sending to the Crossing Authority a written resignation which shall become effective on the date received by the Crossing Authority or the date specified in the resignation, whichever is later.

8.11 Any Director may be removed from office at the discretion of the Minister with the approval of the Governor in Council.

8.12 Any Officer-Director may be removed from office at the discretion of the Governor in Council.

8.13 Subject to the Letters Patent and to the by-laws of the Crossing Authority:

(a) the members of the Board of Directors may designate the offices of the Crossing Authority, appoint as Officers persons of full capacity, specify their duties and delegate to them powers to manage the Activities and Affairs of the Crossing Authority; and

(b) two or more offices of the Crossing Authority may be held by the same person, other than Chair and Chief Executive Officer.

8.14 An act of a member of the Board of Directors or other Officer is valid despite an irregularity in their appointment or a defect in their qualifications.

8.15 Contracts, documents or any other instrument in writing requiring the signature of the Crossing Authority, including the Crossing Agreement, shall be signed by any member of the Board of Directors and all contracts, documents and instruments in writing so signed, including the Crossing Agreement, shall be binding upon the Crossing Authority without any further authorization or formality. The Board of Directors shall have the power from time to time by resolution to appoint one or more individuals who shall be empowered on behalf of the Crossing Authority to sign specific contracts, documents or instruments in writing.

8.16 The Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the Activities or Affairs of the Crossing Authority.

9.0 Member

9.1 The sole Member in the Crossing Authority shall be Canada.

9.2 A resolution in writing signed by the Minister on behalf of Canada is valid.

10.0 Fundamental Changes

10.1 The Governor in Council may, on recommendation of the Minister of Transport, issue supplementary letters patent amending the Letters Patent, and the supplementary letters patent shall take effect on the date stated in them.

11.0 Finances

11.1 The Crossing Authority shall own any property of any kind that is transferred to or otherwise vested in the Crossing Authority and does not hold any property in trust unless that property was transferred to the Crossing Authority expressly in trust for a specific purpose.

11.2 Directors or Officer-Directors are not, in that capacity, trustees for any property of the Crossing Authority, including property held in trust by the Crossing Authority.

11.3 The Crossing Authority may distribute any or all of its assets to Canada.

11.4 In the event of the dissolution or winding up of the Crossing Authority, all its remaining assets after payment of its liabilities and obligations shall revert to Canada.

11.5 Canada is not, in that capacity, liable for any liability of the Crossing Authority, or any act or default of the Crossing Authority.

Effective Date of Supplementary Letters Patent – June 12, 2017

The Honourable Marc Garneau, P.C., M.P.
Minister of Transport